

**Pearson India Education  
Services Private Limited**

No. 11, A Wing, Ground Floor,  
Divyasree Chambers, O Shaughnessy  
Road, Bengaluru – 560025  
Karnataka, India  
+91 (80) 4633 6999  
In.pearson.com

**NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

NOTICE is hereby given that the extraordinary general meeting of the members of Pearson India Education Services Private Limited (**the “Company”**) is scheduled to be held on Thursday, 29 September 2022 at 3:00 P.M at 1st Floor, Berger Tower, Plot No. C-001A/2, Sector 16B, Noida – 201301 to inter alia, consider and transact the following business as under:

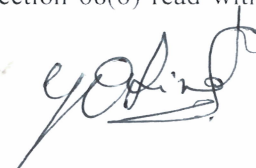
**SPECIAL BUSINESS:****TO APPROVE THE BUYBACK OF EQUITY SHARES OF THE COMPANY**

To consider and, if thought fit, pass the following special resolutions with or without modifications:

**“RESOLVED THAT** in accordance with the provisions of Article 41 of the Articles of Association of the Company, pursuant to Section 68, 69, 70 and all other applicable provisions of the Companies Act, 2013 (including any amendment to or re-enactment thereof), the provisions contained in the Companies (Share Capital and Debentures) Rules, 2014 and as may be agreed to by the Board of Directors, the approval of the shareholders of the Company be and is hereby irrevocably accorded to the proposal of buyback proposed by the Board of Directors, on a proportionate basis from the shareholders of the equity shares of the Company to buyback up to a maximum of 1,09,09,100 (One Crore Nine Lakh Nine Thousand and One Hundred Only) fully paid-up equity shares of face value of INR 1 each of the Company, which is within the permissible limit of Companies Act 2013, at the price of INR 110 (Indian Rupees One Hundred Ten) per equity share at such time as may be deemed appropriate by the board of directors, through an offer to its existing equity shareholders through private offer which is within 25 percent of the paid-up capital plus free reserves of the Company.

**RESOLVED FURTHER THAT** in the event the number of shares tendered by the shareholders exceeds the number of shares offered, the buyback of the shares shall be made on a proportionate basis.

**RESOLVED FURTHER THAT** having made a full inquiry into the affairs of the Company, the Board of Directors have formed the opinion in terms of Section 68(6) read with Rule 17 of the



Companies (Share Capital and Debenture) Rules, 2014 that the Company is capable of meeting its liabilities and will not be rendered insolvent within 1 (one) year of the date of the declaration adopted by the Board of Directors.

**RESOLVED FURTHER THAT** Directors of the Company are authorized severally to execute and forward certified copies of these resolutions to respective authorities for their record and for giving the effect of the above resolution.”

**By and on behalf of the Board of Directors of  
Pearson India Education Services Private Limited**

  
Name: Gopinath Rangasamy

Director

DIN: 08807118

Address: L-138, Flat-301, 5th Main,  
15th Cross, 6th Sector, HSR Layout,  
Bangalore South-560102 Karnataka

Date: 29 September 2022

Place: Bangalore



**NOTES:**

- A member entitled to attend and vote at the extraordinary general meeting is entitled to appoint a proxy to attend and, on a poll, to vote instead of himself and the proxy need not be a member of the Company.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights-

A member holding more than ten percent (10 percent), of the total share capital of the Company carrying voting rights, may appoint a single person as a proxy, and such person shall not act as a proxy for any other person or shareholder.

- The instrument(s) appointing the proxy, if any, should be delivered at the registered office of the Company, not less than 48 (forty-eight) hours before the commencement of the meeting. The instrument of proxy if received in default of the above shall be treated as invalid. Proxies shall not have any right to speak at the meeting. A proxy form is enclosed.
- All documents referred to in the notice and explanatory statement are open for inspection by the members at the registered office of the Company on all working days during business hours up to the date of the extraordinary general meeting or any adjournment thereof.
- Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 is annexed hereto and forms part of the notice.
- Route map to the venue of this meeting, attendance slip, and proxy form form part of this notice convening the extraordinary general meeting.

**EXPLANATORY STATEMENT - PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 1:**

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In accordance with 67 and 68 of the Companies Act, 2013 and Companies (Share Capital and Debentures) Rules, 2014, the following details are furnished to the shareholders:

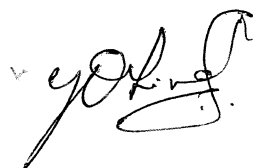
The Board of Directors of the Company in their meeting held on 29 September 2022 subject to the provisions of Section 67, 68, 69, and other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 ("the Rules"), Article 41 of the Articles of Association of the Company and subject to shareholders' approval, has resolved to buyback up to 1,09,09,100 (One Crore Nine Lakh Nine Thousand and One Hundred) fully paid-up equity shares of INR 1 each, which is within 25 percent of the paid-up capital of the company, for INR 110 (Indian Rupees One Hundred Ten) per equity share.

The Company intends to return part of its cash surplus to the shareholders through a buyback of shares to reduce the capital of the Company.

The proposal is for buyback of equity shares of the Company.

The buyback is sought to be made by a private offer on a proportionate basis to the existing shareholders of the Company.

- a) The total paid-up share capital of the Company as on 31<sup>st</sup> March 2022, is INR 8,40,81,936 divided into 8,40,81,936 fully paid-up equity shares of INR 1 each. The free reserves of the Company constituting the balance in the share premium and Profit and Loss Account as on 31<sup>st</sup> March 2022 amount to INR 4,91,26,43,389. Therefore, the total paid-up Share Capital and Free Reserves as per the last audited Balance Sheet as on 31<sup>st</sup> March 2022, stands at INR 4,99,67,25,325. The proposed buyback is of 1,09,09,100 (Indian Rupees One Crore Nine Lakh Nine Thousand One Hundred Only) equity shares at INR 110 (Indian Rupees One Hundred Ten) per share, and the total capital payment required shall be a maximum of INR 120,0001 Crores (Indian Rupees One Twenty Crores and Thousand) which is in compliance with the section 68 of the Companies Act, 2013.
- b) As per the provisions of the Act, the special resolution passed by the shareholders, approving the buyback will be valid for a maximum period of 12 (twelve) months from the date of passing of the said special resolution. The time frame for the buyback will be determined by the Board of Directors within this validity period. Further, the Company will not be allowed to issue fresh equity shares within 6 (six) months after the completion of the buyback, except by way of issue of bonus shares or shares issued in discharge of subsisting obligations, such as the conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into equity shares.
- c) The Company confirms that there are no defaults subsisting in repayment of deposits or interest payment thereon, the redemption of debentures or payment of interest thereon, or redemption of

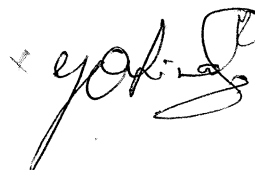


preference shares or payment of dividend due to any shareholder or repayment of any term loans or interest payable thereon to any financial institution or banking company.

- d) Following are the aggregate shareholding of the promoter and the director of the promoter, where the promoter is a company as on the date of the notice convening the extraordinary general meeting.

Name of the shareholder	No. of share
Pearson Education South Asia Pte Ltd.	8,40,81,656

- e) There are no equity shares purchased or sold by the aforementioned promoters during 6 (six) months preceding the date of the board meeting at which buyback is approved.
- f) The Board of Directors confirms that there are no defaults subsisting in repayment of deposits, the redemption of debentures or preference shares, or repayment of term loans to any financial institutions or banks.
- g) The Board of Directors further confirm that they have made a full enquiry into the affairs and prospects of the Company and that they have formed the opinion that:
- i. Immediately following the date on which the extraordinary general Meeting is convened there will be no grounds on which the Company could be found unable to pay its debts;
- ii. As regards the Company's prospects for the year immediately following the date of the extraordinary general meeting, having regards to the Board of Director's intentions with respect to the Management of the Company's business during the year and to the amount and character of the financial resources which will in Board of Director's view be available to the Company during the year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within one year from date of extraordinary general meeting;
- iii. In forming the opinion for the above purposes, the Directors have taken into account the liabilities as if the Company was being wound up under the provisions of the Companies Act, 2013 (including prospective and contingent liabilities);
- h) The Board of Directors further confirm that they have made a full enquiry into the affairs and prospects of the Company and that they have formed the opinion that:



- i). The report on the state of affairs of the Company addressed to the Board of Directors for buyback of shares as contemplated in Section 67 and 68 of the Companies Act, 2013 issued by the Statutory Auditors with regard to relevant records, ratios, analysis, price at which the buyback of shares or other securities shall be made, basis of arriving at such price, etc. on 110 (Indian Rupees One Hundred Ten) is available for reference.
- a) The aggregate shareholding of the promoters, directors, and key managerial personnel as of the date of the notice convening the extraordinary general meeting is given below:

The shareholding of the promoters of the Company as of the date of this notice is as follows:

Name of promoter	Number of shares
Pearson Education South Asia Pte Ltd.	8,40,81,656

The shareholding of the directors and key managerial personnel of the Company as of the date of this notice is: **NIL**

No shares of the Company have been sold or purchased by the promoters, directors, or other key managerial personnel of the Company in the 12 (twelve) months preceding the date of the board meeting in which the buyback was approved and from that date till the date of the notice convening the extraordinary.

- k) The quantum of shares proposed to be tendered by promoters:

Name of promoter	Number of shares
Pearson Education South Asia Pte Ltd.	1,09,09,100

None of the Directors of the Company is interested or concerned in the proposed special resolution for the buyback.

The Board recommends the Resolution for passing the special resolution by the members of the company.



By and on behalf of the Board of Directors of  
Pearson India Education Services Private Limited



Name: Gopinath Rangasamy  
Director  
DIN: 08807118  
Address: L-138, Flat-301, 5th Main,  
15th Cross, 6th Sector, HSR Layout,  
Bangalore South-560102 Karnataka

Date: 29 September 2022  
Place: Bangalore

### ATTENDANCE SLIP

Extraordinary general meeting held on Thursday, 29 September, 2022 at 3:00 P.M at the registered office of the Company 1st Floor, Berger Tower, Plot No. C-001A/2, Sector 16B, Noida – 20130

Regd. Folio No.1.

(Shareholder's Name in BLOCK Letters)

I certify that I am a registered shareholder / proxy for the registered shareholders of the Company.  
(Member's / proxy's name and address in Block to be furnished below)

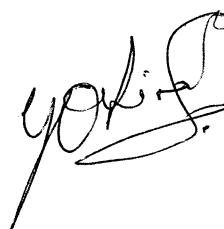
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I hereby record my presence at the extraordinary general meeting held on Thursday, 29 September 2022 at 1:00 P.M. at the registered office of the Company at 7<sup>th</sup> Floor, SDB2. ODC 7, 8 & 9. Survey No.01 Elcot IT/ ITES-SEZ. Sholinganallur, Chennai Tamil Nadu-600119 India.

If signed by Proxy, the name should be  
Written here in Block Letters

Member's/ Proxy's signature





Note: Please fill in this attendance slip and hand it over at the entrance of the meeting hall.

**FORM NO. MGT -11**  
**PROXY FORM**

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

CIN :U72200TN2005PTC057128  
Name of the Company :Pearson India Education Services Private Limited  
Registered Office : 7<sup>th</sup> Floor, SDB2, ODC 7, 8 & 9, Survey No.01 Elcot IT/ ITES - SEZ,  
Sholinganallur, Chennai Tamil Nadu-600119 India

Name of the member (s) :	
Registered address :	
Email id :	
Folio No / Client Id :	
DP ID :	

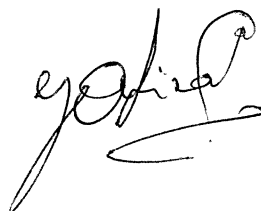
I / We, being the member (s) of <<>> equity shares of the above-named company, hereby appoint

1. Name :  
Address :  
E-mail Id :  
Signature : \_\_\_\_\_ . or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held at 7<sup>th</sup> Floor, SDB2, ODC 7, 8 & 9, Survey No.01 Elcot IT/ ITES - SEZ, Sholinganallur, Chennai Tamil Nadu-600119 India, and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTION TO BE PASSED:

1. To approve the buyback of equity shares of the company

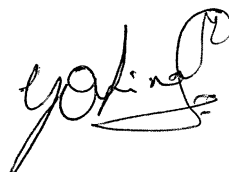


Signed this Thursday, 29 day of September ,2022

Affix  
Revenue  
Stamp

**NOTES TO PROXY FORM:**

1. The Proxy, to be effective should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting. Proxies may be accepted at a shorter period, being not less than twenty-four hours before the commencement of the meeting, if the articles so provide.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the register of members.
4. This form of proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude the such member from attending in person and voting at the meeting.
6. This is optional. Please put a tick mark (Q) in the appropriate column against the resolutions indicated in the Box. If a member leaves the 'For' or 'Against' column blank against any or all the resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the resolution.
7. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns 'For' or 'Against' as appropriate.
8. An instrument of Proxy duly filled, stamped, and signed, is valid only for the meeting to which it relates including any adjournment thereof.

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9. An instrument of Proxy is valid only if it is properly stamped. Unstamped or inadequately stamped Proxies or Proxies upon which the stamps have not been cancelled are invalid.
10. The Proxyholder should prove his identity at the time of attending the meeting.
11. A proxy form which does not state the name of the Proxy should not be considered valid.
12. If an undated Proxy, which is otherwise complete in all respects, is lodged within the prescribed time limit, it should be considered valid.
13. If a company receives multiple Proxies for the same holdings of a member, the proxy which is dated last is considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies should be treated as invalid.
14. If a Proxy had been appointed for the original meeting and such meeting is adjourned, any proxy given for the adjourned meeting revokes the proxy given for the original meeting.
15. A Proxy later in date revokes any Proxy/proxies dated prior to such Proxy.
16. A Proxy is valid until written notice of revocation has been received by the company before the commencement of the meeting or adjourned meeting, as the case may be. A Proxy need not be informed of the revocation of the Proxy issued by the member. Even an undated letter of revocation of Proxy should be accepted. Unless the articles provide otherwise, a notice of revocation should be signed by the same person who had signed the Proxy.
17. Requisitions, if any, for inspection of Proxies should be received in writing from a member at least three days before the commencement of the Meeting.
18. Proxies should be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.

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